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Secretary Jonathan G. Katz S7-19-03
Securities and Exchange Commission
450 5th Street Northwest
Washington, DC 20549
December 5, 2003

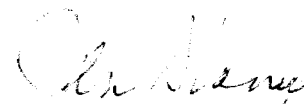
Dear Secretary Katz:

I am writing to express my concerns with the shareholders' access proposal that is currently under review by the SEC. While I believe in the proposal's good intentions, I do not think that the ruling would have the desired effect if passed. Instead, it would do more harm than good and jeopardize the security of companies that have not acted in bad faith.

I have been invested in the stock market for over forty years, and have always cared deeply about the security of my investments. Like most investors, I find the recent corporate scandals very disturbing and see them as a cause for concern. Nevertheless, I don't think that a knee-jerk reaction from the SEC is the answer to this problem. The shareholders' access proposal would unfairly punish companies that have acted responsibly, and expose them to the possibility of special interest hijacking.

I have recently noticed a changing of the tides, as far as responsible corporate governance is concerned. Boards are increasing their communication with shareholders, holding their companies to higher standards than ever before, and, in turn are restoring my confidence. Please target and punish individual companies and do not allow this sweeping, reactionary proposal to go any further.

Sincerely,



John Sherrill